# TOMOTSUNE & KIMURA

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File No. 82-34658 October 3, 2002

Office of International Corporate Finance Division of Corporation Finance Securities and Exchange Commission 450 Fifth Street, N.W. Washington, D.C. 20549 U.S.A.

SUPPL

# Daido Life Insurance Company - 12g3-2(b) Exemption

## Ladies and Gentlemen:

In connection with the exemption of Daido Life Insurance Company (the "Company") as a foreign private issuer pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934, we, on behalf of the Company, hereby furnish the Securities and Exchange Commission with the following information required by Rule 12g3-2(b):

- 1. Press release dated July 24, 2002 and entitled "Notice Regarding Restructuring of Consolidated Subsidiaries"; and
- 2. Press release dated August 30, 2002 and entitled "Daido Life will subscribe for new shares of common stock to be issued by T&D Financial Life".

If you have any questions or requests for additional information, please do not hesitate to contact Akiko Kimura or Hironori Shibata of Tomotsune & Kimura, Japanese counsels to the Company, with offices at Sanno Grand Building, 14-2, Nagatacho 2-chome, Chiyoda-ku, Tokyo 100-0014, Japan (telephone +813-3580-0800, facsimile +813-3593-3336).

Very truly yours,

Hironori Shibata

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Enclosure

# (Summary English Translation)

July 24, 2002

#### TO WHOM IT MAY CONCERN:

Daido Life Insurance Company
2-1, Edobori 1-chome,
Nishi-ku, Osaka
Japan
(Security Code: 8799)
Naoteru Miyato
President and Representative Director

## Notice Regarding Restructuring of Consolidated Subsidiaries

This is to inform you that the Board of Directors of the Company resolved at its meeting held on July 24, 2002 that four of its consolidated subsidiaries, namely Daido Life Confirm Co., Ltd., Daido Life Credit Service Co., Ltd., Daido Life Calculation Center Co., Ltd. and Daido Life Leasing Co., Ltd., will be merged as more fully described below.

This merger will not affect the estimate of the Company's business results which was announced on May 23, 2002.

#### **Particulars**

## 1. Purposes of Restructuring:

The above four subsidiaries have suspended or plan to suspend their businesses.

## 2. Manner of and Schedule of Restructuring:

The above four subsidiaries will be merged into a Company's consolidated subsidiary, Daido Management Service Co., Ltd. by the end of the fiscal 2002. The main business of Daido Management Service Co., Ltd. will not be changed due to this merger.

## 3. Information Relating to Merged Subsidiaries and Merging Subsidiary:

Name	Main Business	Establishment Date	Location	Issued Capital (in Millions of yen)	Total Assets (in Millions of yen)
Daido Life Confirm	Policyholder	April 1, 1981	Osaka-shi,	10	44
Co., Ltd.	confirmation		Osaka		
Daido Life Credit	Money lending	October 1, 1986	Osaka-shi,	50	107
Service Co., Ltd.	business		Osaka		
Daido Life Calculation	Computer	June 1, 1973	Suita-shi,	20	611
Center Co., Ltd.	processing		Osaka_		
Daido Life Leasing Co.,	Leasing	October 18, 1985	Osaka-shi,	100	4,211
Ltd.			Osaka		
Daido Management	Insurance agent	November 1, 1974	Chuo-ku,	30	4,218
Service Co., Ltd.		<u> </u>	Tokyo		

August 30, 2002 Daido Life Insurance Company Security Code: 8799

# Daido Life will subscribe for new shares of common stock to be issued by T&D Financial Life

The Board of Directors of Daido Life Insurance Company resolved, at its meeting held today, to subscribe for new shares of common stock to be issued by T&D Financial Life Insurance Company, an affiliated company of Daido Life Insurance Company which is accounted for by the equity method, as more fully described below. There is no change in forecasted business results released on May 23, 2002.

#### 1. Profile of T&D Financial Life

(1) Company Name:

T&D Financial Life Insurance Company

(2) Principal Business:

Life insurance business

(3) Date Established:

July 16, 1947

(4) Head Office:

1-5-2 Uchisaiwaicho, Chiyoda-ku, Tokyo

(5) President:

Osamu Mizuyama

(6) Paid-in Capital:

10,000 million yen

(7) Number of Shares Issued:

200,000 shares

## (8) Shareholder Composition and Shareholding Ratios

Shareholder	No. of Shares Held	Percent of Shares Held	
The Taiyo Mutual Life Insurance Co.	100,000	50%	
Daido Life Insurance Company	100,000	50%	
Total	200,000	100%	

#### (9) Key Business Results for Fiscal Year Ended March 2002

Item	Amount (Million Yen)		
Ordinary Income	117,628		
Ordinary Profit	1,178		
Net Income	△413		
Total Assets	598,624		

#### Notes:

- 1. Fiscal year ended March 2002 covers the period between October 1, 2001 and March 31, 2002.
- 2. On March 23, 2001, Tokyo Mutual Life Insurance Company filed for corporate rehabilitation under the Reorganization Law with the Tokyo District Court to commence rehabilitation proceedings. On October 17, 2001, the company converted from a mutual company to a joint stock corporation. On October 19, 2001, the Tokyo District Court declared that the rehabilitation proceedings completed and Tokyo Life's name was changed to T&D Financial Life Insurance Company. The company commenced business operations on October 22, 2001.

## 2. Details of Capital Increase

(1) Number of Newly-Issued Shares: 400,000 shares

(2) Issuing Method:

Allocation to existing shareholders

(3) Parties To Receive Allocation, Number of Shares To Be Allocated and Amounts To Be Paid

Name of Shareholder	Number of Shares To Be Allocated	Amount To Be Paid
The Taiyo Mutual Life Insurance Co.	200,000	10,000,000,000 yen (50,000 yen per share)
Daido Life Insurance Company	200,000	Same as above (Note)
Total	400,000	20,000,000,000 yen

#### Note:

The entire proceeds of the repayment of the subordinated loan in the amount of 5,000,000,000 yen initially disbursed to T&D Financial Life Insurance Company on October 18, 2001 will be used to finance the payment of 10,000,000,000 yen for subscription.

(4) Amount of Capital Increase:

10,000,000,000 yen (25,000 yen per share)

(5) Payment Due Date:

September 19, 2002

(6) Purpose of Capital Increase:

To strengthen the financial condition of the company in order to allow it to expand marketing of its principal product consisting of individual variable annuities in response to the relaxation of restrictions on offering insurance products through banks scheduled to become effective in October 2002.

(7) Use of Funds:

Proceeds are to be used as operating funds and for

investment.

(8) Paid-in Capital After Increase:

20,000,000,000 yen

(9) Shareholder Composition and Shareholding Ratios After Capital Increase

Shareholder	No. of Shares Held	Percent of Shares Held	
The Taiyo Mutual Life Insurance Co.	300,000	50%	
Daido Life Insurance Company	300,000	50%	
Total	600,000	100%	

Daido Life Insurance Company posted this News Release on this Web site, aiming to facilitate timely disclosure of information to its shareholders, investors, customers, etc.

This News Release may contain important information, defined in the Japanese Securities and Exchange Law, concerning the business of the Company. In case that a person who receives such information by viewing this Web site conducts any sale, purchase or other certain transactions designated under the Law in respect of stocks or other certain securities or instruments issued by the Company, until 12 hours pass from the time when such information was disclosed to the designated media, such conducts may be deemed to be violation of the Law.